

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 24692 FILED

December 28, 2005

DEC 30 '05

2-37 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Amendment No. 1 dated December 15, 2005 to Memorandum of Lease Agreement for Rider No. 4 dated as of July 20, 2005, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of September 12, 2003, which was duly filed and recorded on November 13, 2003 and assigned Recordation Number 24692.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: De Queen and Eastern Railroad Company
a Wholly Owned Subsidiary of Weyerhaeuser Company
PO Box 9777
Federal Way, Washington 98063-9777

A description of the railroad equipment covered by the enclosed document is:

Three hundred (300) 60-foot, Plate F, boxcars with 12-foot plug doors, and 15-inch EOCC, designed for 286,000 lbs. GRL marked and numbered AOK 113000 through AOK 113299, inclusive.

Mr. Vernon A. Williams

December 28, 2005

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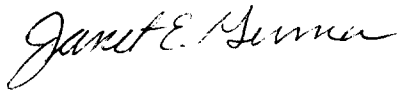
Also enclosed is a payment of \$33 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Board's Index is:

Amendment No. 1 dated December 15, 2005, to Memorandum of Lease Agreement for Rider No. 4 dated as of July 20, 2005 to Lease Agreement dated as of September 12, 2003 between Greenbrier Leasing Corporation, Lessor, and De Queen and Eastern Railroad Company, a wholly owned subsidiary of Weyerhaeuser Company, Lessee.

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Germer".

Janet E. Germer
Executive Assistant

JEG
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO.

24692-E

FILED

DEC 30 '05

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SURFACE TRANSPORTATION BOARD

AMENDMENT NO. 1 DATED DECEMBER 12, 2005

TO

MEMORANDUM OF LEASE
FOR RIDER NO. 4 DATED JULY 20, 2005

BETWEEN

GREENBRIER LEASING COMPANY LLC, formerly known as
Greenbrier Leasing Corporation ("LESSOR")

AND

DEQUEEN AND EASTERN RAILROAD COMPANY ("LESSEE")

Amendment No. 1 dated as of December 15, 2005 to MEMORANDUM OF LEASE FOR RIDER NO. 4 dated July 20, 2005, to a Lease Agreement made and entered into as of September 12, 2003 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company formerly known as Greenbrier Leasing Corporation ("Lessor") and DeQueen and Eastern Railroad Company, an Arkansas corporation ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of three hundred (300) 60-foot, Plate F boxcars bearing marks and numbers AOK 111550 through AOK 111849, inclusive (the "Cars"); and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to reflect the correct reporting marks and numbers for the Cars;

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:
 1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor three hundred (300) 60-foot, Plate F, boxcars with 12-foot plug doors and 15-inch EOCC, designed for 286,000 lbs. GRL, marked and numbered AOK 113000 through AOK 113299, inclusive.
2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date first above written.

LESSOR:

GREENBRIER LEASING COMPANY LLC
(formerly known as Greenbrier Leasing Corporation)

BY: 

NAME: LARRY FEANY

TITLE: Vice President

DATE: 12-27-05

LESSEE:

DEQUEEN AND EASTERN
RAILROAD COMPANY

BY: 

NAME: DALE KING

TITLE: VICE PRESIDENT

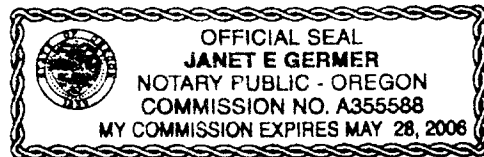
DATE: 12/20/05

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 17th day of December, 2005, before me personally appeared Harry H. Brady, to me personally known, who being by me duly sworn, says that s/he is Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

Janet E. Germer
NOTARY PUBLIC

My commission expires: 5/28/2006



STATE OF Washington)
) ss.
COUNTY OF King)

On this 20th day of December, 2005, before me personally appeared Dale King, to me personally known, who being by me duly sworn, says that s/he is the Vice President of DeQueen and Eastern Railroad Company and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Teresa M. Rongen
NOTARY PUBLIC

My commission expires: 6/10/06

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